

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OHIO
WESTERN DIVISION**

BOYNTON BEACH FIREFIGHTERS’
PENSION FUND on behalf of itself and all
others similarly situated,

Plaintiff,

- v. -

HCP, INC.; HCR MANORCARE, INC.;
LAURALEE MARTIN; TIMOTHY SCHOEN;
PAUL A. ORMOND; and STEVEN M.
CAVANAUGH,

Defendants.

Civ. A. No. 3:16-CV-01106

**JOINT STIPULATION AND
ORDER REGARDING TIME TO
MOVE, PLEAD, OR OTHERWISE
RESPOND TO COMPLAINTS**

WHEREAS, on May 9, 2016, the Plaintiff in the above-captioned action (the “Action”) filed a class action complaint asserting claims against defendants pursuant to Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, 15 U.S. C. § 78a et seq., (the “Exchange Act”); and

WHEREAS, on May 10, 2016, the above-captioned action was assigned to United States District Court Judge Jeffrey J. Helmick; and

WHEREAS, the complaint in this action is governed by the Private Securities Litigation Reform Act, 15 U.S.C. § 78u-4 et seq. (the “PSLRA”), which, among other things, provides for a specific process for the appointment of lead plaintiff(s) and lead counsel to represent the putative class; and

WHEREAS, in accordance with the PSLRA, counsel for Plaintiff published notice of the pendency of the Action on May 10, 2016; and

WHEREAS, pursuant to Section 21D(a)(3)(A) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(3)(A), as amended by the PSLRA, the deadline for any Class member to move for appointment as Lead Plaintiff is July 11, 2016;

IT IS HEREBY STIPULATED AND AGREED, by and between the attorneys for Plaintiff Boynton Beach Firefighters' Pension Fund and the attorneys for Defendants HCP, Inc., Lauralee Martin, and Timothy Schoen (collectively, the "HCP Defendants"), and Defendants HCR ManorCare, Inc., Paul A. Ormond, and Steven Cavanaugh (collectively, the "ManorCare Defendants") as follows:

1. Undersigned counsel for the HCP Defendants and the ManorCare Defendants are authorized to accept, and hereby do accept, service of the summons and complaints in the above-captioned actions on behalf of the HCP Defendants and the ManorCare Defendants, without prejudice and without waiver of any of the HCP Defendants' or the ManorCare Defendants' defenses, objections or arguments in this matter or any other matter, except as to sufficiency of service of process. By entering into this Stipulation, Plaintiff shall not waive, and expressly preserves all rights, claims and defenses.

2. The Defendants shall not be required to answer or otherwise respond to, and are hereby expressly relieved from answering or otherwise responding to, the complaint in the above-captioned actions subject to the provisions of paragraph 3 below.

3. Within 20 days after the entry of an order appointing, pursuant to the PSLRA, lead plaintiff(s) and lead counsel in the above-captioned action (or a consolidated action encompassing the above-captioned action), the Defendants and lead plaintiff(s) shall confer and propose to the Court dates by which (1) lead plaintiff(s) shall either (a) serve and file a consolidated class action complaint, which shall serve as the operative complaint in the action

and shall supersede all other complaints filed in and/or transferred to this Court or (b) notify counsel for the Defendants that the original complaint filed by lead plaintiff(s) will be the operative complaint in the action; and (2) each of the Defendants (or group of defendants represented by the same counsel) shall move or plead in response to the operative complaint.

4. There have been no requests for an extension of time previously made in this matter.

Dated: June 3, 2016

Respectfully submitted,

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*Motions for admission *pro hac vice* to be filed
per Local Rule 83.5

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*Counsel for Proposed Lead Plaintiff Boynton
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Proposed Lead Counsel for the Class*

SO ORDERED.

Dated: June 10, 2016

s/Jeffrey J. Helmick

Honorable Jeffrey J. Helmick
United States District Judge